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VICTORIA

Theatre Company Limited.

MEMORANDUM

— AND —

Articles of Association.

VICTORIA :
THE COLONIST JOB ROOMS,
1884.

8

1780

VICTORIA
THEATRE COMPANY,
(LIMITED.)

DIRECTORS:

R. DUNSMUIR, Esq., M. P. P., *Chairman.*

THE HON. HUGH NELSON.

R. P. RITHET, Esq., J. P.

L. REDON, Esq.

J. KURTZ., Esq.

SOLICITORS:

MESSRS. DAVIE & WILSON.

SECRETARY AND TREASURER:

JOHN J. AUSTIN.

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MEMORANDUM OF ASSOCIATION.

1. The name of the Company is "The Victoria Theatre Company, Limited."

2. The Registered Office of the Company will be situate at Victoria, British Columbia.

3. The objects for which the Company is established are: "the erection, equipment, furnishing, management and carrying on of a Theatre with or without the addition of out-buildings, with leasing or letting powers, together with the acquisition of land for the aforementioned purposes.

4. The liability of the members is limited.

5. The capital of the Company is fifty thousand dollars, divided into one hundred shares of five hundred dollars each.

6. The directors of the Company shall have power to borrow from time to time such sums of money as may be required for the purposes of the Company upon the security of the Company's property, not exceeding in the aggregate the sum of twenty-five thousand dollars, or one half of the capital of the Company for the time being, whichever may be the larger amount.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

	NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS.	NO. OF SHARES TAKEN BY EACH SUBSCRIBER.
1	R. DUNSMUIR, VICTORIA, Coal Owner.....	5
2	R. P. RITHET, VICTORIA, Merchant.....	6
3	W. G. B. WMAN, VICTORIA, Livery S. Keeper..	1
4	WM. P. SAYWARD, VICTORIA, Mill Owner....	2
5	LOUIS REDON, VICTORIA, Hotel Keeper	10
6	JOSEPH BOSCOWITZ, VICTORIA, Merchant...	5
7	E. B. MARVIN, VICTORIA, Merchant.....	1
	Total Shares taken.....	30

Dated the 15th day of August, 1884.

Witness to the above Signatures,

(Signed,) JOHN J. AUSTIN,
VICTORIA, B. C.

ARTICLES OF ASSOCIATION.

1. If several persons are registered as joint holders of any share, any one of such persons may give effectual receipt for any dividend payable in respect of such share.

2. Every member shall, without fee, be entitled to a certificate under the common seal of the Company, specifying the share or shares held by him, and the amount paid up thereon.

3. If such certificate is worn out or lost, it may be renewed. Any person holding a number of shares by one certificate and being desirous of holding such shares by two or more certificates, shall be entitled to receive such two or more certificates without fee.

4. The directors may from time to time make such calls upon the members in respect of monies unpaid on their shares not exceeding in the aggregate one half of the capital of the Company, unless authorized by special resolution passed at a general meeting of the Company, called for that purpose. Provided that no call shall exceed the sum of fifty dollars per share at one time, and thirty days notice shall be given of each call except the first, and each member shall be liable to pay the amount of calls so made to the persons, and at the times and places appointed by the directors. Provided that the first call when made shall be payable forthwith or on such notice as may be given by the directors.

5. A call shall be deemed to have been made at the time when the resolution of the directors authorizing such call was passed.

6. If the call payable in respect of any share is not paid before or on the day appointed for payment thereof, the holder for the time being of such share shall be liable to pay interest

for the same at the rate of one per cent. per month, payable monthly from the day appointed for the payment thereof, to the day of the actual payment.

7. The directors may, if they think fit, receive from any member willing to advance the same, all or any part of the monies due upon the shares held by him beyond the sums actually called for, and upon the monies so paid in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate as the member paying such sum in advance, and the directors agree upon.

8. Shares in the Company shall be transferred in the following manner: On presentation to the Secretary of a certificate or certificates endorsed by the person to whom they were issued, the Secretary shall retain such certificate or certificates and make the necessary entry of transfer in the Company's books, but the transferor shall be held to be the holder of the shares until the certificate or certificates so endorsed, shall have been presented to the Secretary and the transfer entered in the Company's books as aforesaid.

9. Shares in the Company shall be transferred in the following form:—"I, A. B., of _____, in consideration of the sum of _____ paid to me by C. D., of _____ do hereby transfer to the said C. D. the share (or shares) numbered _____ standing in my name in the books of the Victoria Theatre Company Limited, to hold unto the said C. D., his executors, administrators and assigns, subject to the several conditions on which I held the same at the time of the execution hereof; and I, the said C. D., do hereby agree to take the said share (or shares) subject to the same conditions.

"As witness our hands the _____ day of _____"

10. The Company may decline to register any transfer of shares made by a member who is indebted to them.

11. The transfer books shall be closed during the fourteen days immediately preceding the ordinary general meeting in each year.

12. The executors or administrators of a deceased member shall be the only persons recognized by the Company as having any title to his share.

13. Any person becoming entitled to a share in consequence of a death, bankruptcy, or insolvency of any member, or in consequence of the marriage of any female member, may be registered as a member upon such evidence being produced as may from time to time be required by the Company.

14. Any member who has become entitled to a share in consequence of the death, bankruptcy, or insolvency of any member, or in consequence of the marriage of any female member, may, instead of being registered himself, elect to have some person to be named by him registered as a Transferee of such share with the consent of the Transferee.

15. The person so becoming entitled shall testify such election by executing to his nominee an instrument of transfer of such share with his consent.

16. The instrument of transfer shall be presented to the Company, accompanied with such evidence as the directors may require to prove the title of the Transferor, and thereupon the Company shall register the Transferee as a member.

17. If any shareholder fails to pay any call on the day appointed for the payment thereof, the directors may advertise in any newspaper published in Victoria the name of the delinquent shareholder, with the number of shares standing in his name in the Company's books, and that such shares or so many thereof as will cover the amount due, together with interest and expenses, will be sold at public auction within 30 days after such advertisement. If the amount due on such shares with interest and expenses shall not have been paid before the day advertised for sale, then such shares shall

be sold in accordance with the advertisement. Provided that this article shall not apply to the first call, but if any member fails to pay the first call on the day appointed for the payment thereof, the share or shares in respect whereof such call has been made, shall without further notice to the member making default, be absolutely forfeited to the Company.

18. If at the sale of any delinquent shares, they will not realize the amount then due, with interest and expenses, they may be bought by the directors for the Company, and they shall then be the property of the Company, and be disposed of by the directors at such time and in such manner as they shall think proper.

19. Any shareholder whose delinquent shares have been disposed of by order of the directors, shall be liable to the Company for any amount due on them at the time of such sale, less the amount realized from such sale.

20. A Statutory declaration in writing that the call in respect of a share was made and notice thereof given, and that default in payment of the call was made, and that the forfeiture of the share was made by a resolution of the directors to that effect, shall be sufficient evidence of the facts therein stated as against all persons entitled to such share, and such declaration and the receipt of the Company for the price of such share, shall constitute a good title to such share, a certificate of proprietorship shall be delivered to a purchaser, and thereupon he shall be deemed the holder of such share, discharged from all calls due prior to such purchase, and he shall not be bound to see to the application of the purchase money, nor shall his title to such share be affected by any irregularity in the proceedings in reference to such sale.

21. The directors may, with the sanction of the Company previously given, in general meeting, convert any paid up shares into stock.

22. When any shares have been converted into stock, the several holders of such stock may thenceforth transfer their

respective interests therein, or any part of such interests in the same manner and subject to the same regulations as and subject to which any shares in the capital of the Company may be transferred, or as near thereto as circumstances admit

23. The several holders of stock shall be entitled to participate in the dividends and profits of the Company according to the amount of their respective interests in such stock, and such interests shall in proportion to the amount thereof, confer on the holders thereof respectively the same privileges and advantages for the purpose of voting at meetings of the Company, and for other purposes, as would have been conferred by shares of equal amount in the capital of the Company; but so that none of such privileges or advantages, except the participation in the dividends and profits of the Company, shall be conferred by any such aliquot part of Consolidated Stock as would not, if existing in shares have conferred such privileges or advantages.

24. The directors may, with the sanction of a special resolution of the Company previously given in general meeting increase its capital by the issue of new shares, such aggregate increase to be of such amount, and to be divided into shares of such respective amounts, as the Company in general meeting directs, or, if no direction be given, as the directors think expedient.

25. Subject to any direction to the contrary that may be given by the meeting that sanctions the increase of capital, all new shares shall be offered to the members in proportion to the existing shares held by them, and such offer shall be made by notice specifying the number of shares to which the member is entitled, and limiting a time within which the offer, if not accepted, will be deemed to be declined; and after the expiration of such time, or on the receipt of an intimation from the member to whom such notice is given, that he declines to accept the shares offered, the directors may dispose of the same in such manner as they think most beneficial to the Company.

26. Any capital raised by the creation of new shares shall be considered as part of the original capital, and shall be subject to the same provisions with reference to the payment of calls and the forfeiture of shares, on non-payment of calls or otherwise, as if it had been part of the original capital.

27. The first general meeting shall be held at such time, not being more than six months after the registration of the Company, and at such place as the directors may determine.

28. Subsequent general meetings shall be held at such time and place as may be prescribed by the Company in general meeting, and if no other time or place is prescribed, a general meeting shall be held on the first Monday in February in every year, at such place as may be determined by the directors.

29. The above mentioned general meetings shall be called ordinary meetings; all other general meetings shall be called extraordinary.

30. The directors may, whenever they think fit, and they shall upon a requisition made in writing by not less than one-fifth in number of the members of the Company, convene an extraordinary general meeting.

31. Any requisition made by the members shall express the object of the meeting proposed to be called, and shall be left at the registered office of the Company.

32. Upon the receipt of such requisition the directors shall forthwith proceed to convene an extraordinary general meeting. If they do not proceed to convene the same within twenty-one days from the date of the requisition, the requisitionists or any other members, amounting to the required number, may themselves convene an extraordinary general meeting.

33. Seven days notice at the least, specifying the place, the day and the hour of meeting, and in case of special business, the general nature of such business shall be given to the

members in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in general meeting; but the non-receipt of such notice by any member shall not invalidate the proceedings at any general meeting.

34. All business shall be deemed special that is transacted at an extraordinary meeting, and all that is transacted at an ordinary meeting, with the exception of sanctioning a dividend and the consideration of the accounts, balance sheets, and the ordinary report of the directors.

35. No business shall be transacted at any general meeting except the declaration of a dividend, unless three-fifths of the shares of the Company be represented, making a quorum.

36. If within one hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned meeting a quorum is not present, it shall be adjourned sine die.

37. The chairman (if any) of the board of directors, shall preside as chairman, at every general meeting of the Company.

38. If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose some one of their number to be chairman.

39. The chairman may with the consent of the meeting adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

40. At any general meeting, unless a poll is demanded by at least five members, a declaration by the chairman that a resolution has been carried, and an entry to that effect in the

book of proceedings of the Company, shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favor of or against such resolution.

41. If a poll is demanded by five or more members it shall be taken in such manner as the chairman directs, and the result of such poll shall be deemed to be the resolution of the Company in general meeting. In the case of an equality of votes at any general meeting the chairman shall be entitled to a second or casting vote.

42. Every member shall have one vote for every share up to ten; he shall have an additional vote for every five shares beyond the first ten shares up to one hundred, and an additional vote for every ten shares beyond the first hundred shares.

43. If any member is a lunatic or idiot he may vote by his Committee, curator bonis, or other legal curator.

44. If one or more persons are jointly entitled to a share or shares, only one of such persons may vote in respect of such share or shares, and in the event of dispute the member whose name stands first shall have priority.

45. No member shall be entitled to vote at any general meeting unless all calls due from him have been paid; and no member shall be entitled to vote in respect of any share that he has acquired by transfer at any meeting held after the expiration of three months from the registration of the Company, unless he has been possessed of the share in respect of which he claims to vote, for at least one month previously to the time of holding the meeting at which he proposes to vote.

46. Votes may be given either personally or by proxy.

47. The instrument appointing a proxy shall be in writing under the hand of the appointor, or if such appointor is a corporation, under their common seal, and shall be attested by

one or more witness or witnesses. No person shall be appointed a proxy who is not a member of the Company.

48. The instrument appointing a proxy shall be delivered to the Secretary either before or at the time of calling any meeting to order, and shall if general, remain valid until revoked by the appointor, and notice of the revocation delivered to the Secretary.

49. No particular form of proxy shall be necessary, but it shall be attested by at least one witness.

50. There shall be five directors, and the names of the first directors shall be determined by the memorandum of Association.

51. Until directors are appointed the subscribers of the memorandum of Association shall be deemed to be directors.

52. The future remuneration of the directors, and their remuneration for services performed previously to the first general meeting shall be determined by the Company in general meeting.

53. The business of the Company shall be managed by the directors, who may pay all expenses incurred in getting up and registering the Company, and may exercise all such powers of the Company as are not by the Joint Stock Companies Act or by these articles required to be exercised by the Company in general meeting, subject nevertheless to any regulations of these articles, to the provisions of the Joint Stock Companies Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior Act of the directors, which would have been valid if such regulation had not been made.

54. The continuing directors may act notwithstanding any vacancy in their body.

55. The office of director shall be vacated,

1. If he holds any other office or place of profit under the Company.

2. If he becomes bankrupt or insolvent.

3. If he is concerned in or participates in the profits of any contract with the Company.

But the above rules shall be subject to the following exceptions:

That no director shall vacate his office by reason of his being a member of any Company which has entered into contracts with or done any work for the Company, of which he is director; nevertheless he shall not vote in respect of such contract or work; and if he does so vote, his vote shall not be counted.

56. At the first ordinary meeting after the registration of the Company the whole of the directors shall retire from office.

57. A retiring director shall be re-eligible.

58. The Company at the general meeting at which the directors retire in manner aforesaid shall fill up the vacated offices by electing a like number of persons.

59. If at any meeting at which an election of directors ought to take place, the places of the vacating directors are not filled up, the meeting shall stand adjourned till the same day in the next week, at the same time and place; and if at such adjourned meeting the places of the vacating directors are not filled up, the vacating directors or such of them as have not had their places filled up shall continue in office until the ordinary meeting in the next year and so on from time to time until their places are filled up.

60. The Company may from time to time in general meeting, increase or reduce the number of directors, and may also determine in what rotation such increased or reduced number is to go out of office.

61. Any casual vacancy occurring in the board of directors may be filled up by the directors, but any person so chosen shall retain his office so long only as the vacating director would have retained the same if no vacancy had occurred.

62. The Company, in general meeting, may, by a special resolution, remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office during such time only as the director in whose place he is appointed would have held the same if he had not been removed.

63. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business; questions arising at any meeting shall be decided by a majority of votes; in case of an equality of votes the chairman shall have a second or casting vote; a director may at any time summon a meeting of the directors.

64. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or, if at any meeting the chairman is not present at the time appointed for holding the same, the directors present shall choose some one of their number to be chairman of such meeting.

65. The directors may delegate any of their powers to Committees consisting of such member or members of their body as they think fit, any Committee so formed shall, in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the directors.

66. A Committee may elect a chairman of their meetings; if no such chairman is elected, or if he is not present at the time appointed for holding the same the members present shall choose one of their number to be chairman of such meeting.

67. A Committee may meet and adjourn as they think proper; questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairman shall have a second or casting vote.

68. All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

69. The directors may with the sanction of the Company in general meeting, declare a dividend to be paid to the members in proportion to their shares.

70. No dividend shall be payable except out of the profits arising from the business of the Company.

71. The directors may, before recommending any dividend set aside out of the profits of the Company, such sum as they think proper, as a reserved fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining the works connected with the business of the Company or any part thereof, and the directors may invest the sum so set apart as a reserved fund upon such securities as they may select.

72. The directors may deduct from the dividends payable to any member all such sums of money as may be due from him to the Company on account of calls or otherwise.

73. Notice of any dividend that may have been declared shall be given to each member in manner hereinafter mentioned, and all dividends unclaimed for three years, after having been declared, may be forfeited by the directors for the benefit of the Company.

74. No dividend shall bear interest as against the Company.

75. The directors shall cause true accounts to be kept :

Of the stock in trade of the Company.

Of the sums of money received and expended by the Company, and the matter in respect of which such receipt and expenditure takes place ; and

Of the credits and liabilities of the Company.

The books of account shall be kept at the registered office of the Company, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Company in general meeting, shall be open to the inspection of the members during the hours of business.

76. Once at the least in every year, the directors shall lay before the Company in general meeting, a statement of the income and expenditure for the past year, made up to a date not more than three months before such meeting.

77. The statement so made shall show, arranged under the most convenient heads, the amount of gross income, distinguishing the several sources from which it has been derived, and the amount of gross expenditure, distinguishing the expense of the establishment, salaries and other like matters; every item of expenditure fairly chargeable against the years income shall be brought into account so that a just balance of profit and loss may be laid before the meeting; and in cases where any item of expenditure which may in fairness be distributed over several years, has been incurred in any one year, the whole amount of such item shall be stated, with the addition of the reasons why only a portion of such expenditure is charged against the income of the year.

78. A balance sheet shall be made out in every year, and laid before the Company in general meeting, and such balance sheet shall contain a summary of the property and liabilities of the Company arranged under the heads appearing in the form annexed to table A in the said Act, or as near thereto as circumstances admit.

7 79. A printed copy of such balance sheet shall, seven days previously to such meeting, be served on every member in the manner in which notices are hereinafter directed to be served.

+ 80. Once at the least in every year the accounts of the Company shall be examined, and the correctness of the balance sheet ascertained by one or more auditor or auditors.

81. The first auditors shall be appointed by the directors; subsequent auditors shall be appointed by the Company in general meeting.

82. If one auditor only is appointed, all the provisions herein contained relating to auditors shall apply to him.

83. The auditors may be members of the Company, but no person is eligible as an auditor who is interested otherwise than as a member in any transaction of the Company, and no director or other officer of the Company is eligible during his continuance in office.

84. The election of auditors shall be made by the Company at their ordinary meeting in each year.

85. The remuneration of the first auditors shall be fixed by the directors; that of subsequent auditors shall be fixed by the Company in general meeting.

86. Any auditor shall be re-eligible on his quitting office.

87. If any casual vacancy occurs in the office of any auditor appointed by the Company, the directors shall forthwith call an extraordinary general meeting, for the purpose of supplying the same.

88. If no election of auditors is made in manner aforesaid a Judge of the Supreme Court of British Columbia may, on the application of not less than five members of the Company, appoint an auditor for the current year, and fix the remuneration to be paid to him by the Company for his services.

89. Every auditor shall be supplied with a copy of the balance sheet, and it shall be his duty to examine the same, with the accounts and vouchers relating thereto.

90. Every auditor shall have a list delivered to him of all books kept by the Company, and shall at all reasonable times have access to the books and accounts of the Company; he may at the expense of the Company, employ accountants or other persons to assist him in investigating such accounts, and he may in relation to such accounts examine the directors or any other officer of the Company.

91. The auditors shall make a report to the members upon the balance sheet and accounts, and in every such report they shall state, whether, in their opinion the balance sheet, containing the particulars required by these regulations, and properly drawn up, so as to exhibit a true and correct view of the state of the Company's affairs, and in case they have called for explanations or information from the directors; whether such explanations or information have been given by the directors, and whether they have been satisfactory; and such report shall be read together with the report of the directors, at the ordinary meeting.

92. A notice may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered place of abode.

93. All notices directed to be given to the members, shall with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the register of members; and notice so given shall be sufficient notice to all the holders of such share.

94. Any notice, if served by post, shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of the post; and in proving such service it shall be sufficient to prove that the letter containing the notices was properly addressed and put into the Post Office.